

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
TEXARKANA DIVISION**

In re:**WADLEY REGIONAL MEDICAL CENTER, *et al.*,¹****Debtors.****Chapter 11****Case No. 09-50006****Jointly Administered**

**AGREED ORDER APPROVING THE RETENTION AND
EMPLOYMENT OF CAIN BROTHERS & COMPANY, LLC
AS INVESTMENT BANKERS FOR THE DEBTORS**

Upon the application (the “**Application**”)² of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) for entry of an order pursuant to Sections 327(a) and 328(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing the retention and employment of Cain Brothers & Company, LLC (“**Cain Brothers**”) as investment banker for the Debtors, effective as of the Petition Date, and providing any additional relief required in order to effectuate the foregoing; and the Court, having reviewed the Application and the affidavit filed in support thereof, and having reviewed statements of counsel and the agreements of parties-in-interest in support of the relief requested in the Application, finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this is a core matter pursuant to 28 U.S.C. § 157(b)(2), notice of the Application was sufficient under the circumstances and that no further notice need be given, and the legal and factual bases set forth in the Application establish just cause for the relief granted herein,

¹ The Debtors are the following entities: Wadley Regional Medical Center, Wadley Health System, Texarkana Regional Healthcare Network, and Four States Regional Health Center, Inc.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The objection filed by the Official Committee of Unsecured Creditors appointed in this case to the relief requested in the Application is hereby deemed withdrawn.
3. The Debtors are authorized to retain and employ Cain Brothers as their investment banker effective as of the Petition Date on the terms set forth in Engagement Agreement between the Debtors and Cain Brothers, which Engagement Letter is also hereby approved in its entirety.
4. Cain Brothers shall be compensated in accordance with the terms of the Engagement Agreement and Sections 328, 330, and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, and any orders of this Court; provided, however, that Cain Brothers' fees in these cases shall be subject to the standard of review under Section 328 of the Bankruptcy Code.
5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Signed on 03/26/2009



SR

ROBERT C. McGUIRE
UNITED STATES BANKRUPTCY JUDGE

Agreed to by:

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